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*Joint Committee of Unsecured Creditors of
BH Sutton Mezz LLC and Sutton 58 Owner LLC*

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:

BH SUTTON MEZZ LLC, a Delaware Limited
Liability Company,

Chapter 11

SUTTON 58 OWNER, LLC, a Delaware Limited
Liability Company, and

Case No.: 16-10455 (SHL)
(Jointly Administered)

SUTTON 58 OWNER, LLC, a New York Limited
Liability Company,

Debtors.

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**SUPPLEMENTAL AFFIDAVIT OF THOMAS A. DRAGHI IN CONNECTION
WITH THE EMPLOYMENT AND RETENTION OF WESTERMAN BALL
EDERER MILLER ZUCKER & SHARFSTEIN, LLP AS COUNSEL
TO THE JOINT OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

STATE OF NEW YORK)
) ss.:
COUNTY OF NASSAU)

THOMAS A. DRAGHI, being duly sworn, deposes and says:

1. I am an attorney at law admitted to practice before the United States District
Courts for the Southern District, Eastern District and Northern District of New York, and I am a
member of the Bar of the State of New York.

2. I am a member of the firm Westerman Ball Ederer Miller Zucker & Sharfstein, LLP (“Westerman Ball”), a full service commercial law firm located at 1201 RXR Plaza, Uniondale, New York 11556.

The Sutton Mezz Bankruptcy Case

3. On February 26, 2016, BH Sutton Mezz LLC (“Sutton Mezz”) filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code. No trustee or examiner has been appointed in the Sutton Mezz case and Sutton Mezz continues to operate and manage its property as debtor-in-possession pursuant to Sections 1107 and 108 of the Bankruptcy Code.

4. On March 23, 2016, the United States Trustee for this District appointed an Official Committee of Unsecured Creditors in the Sutton Mezz case (the “Sutton Mezz Committee”) pursuant to section 1102 of the Bankruptcy Code.

5. The Sutton Mezz Committee voted to employ and retain Westerman Ball as counsel to the Sutton Mezz Committee effective as of March 23, 2016, to perform all such services and give such advice as may be necessary and desirable to the equitable and orderly conduct of the Sutton Mezz case on behalf of the Sutton Mezz Committee. Accordingly, on March 30, 2016, Westerman Ball filed an application to be retained as counsel for the Sutton Mezz Committee (Sutton Mezz ECF No. 33).

The Sutton Owner Bankruptcy Case

6. On April 6, 2016, Sutton 58 Owner LLC, a Delaware limited liability company (“Sutton Owner”) filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code. Sutton Owner is wholly owned by Sutton Mezz. No trustee or examiner has been appointed in Sutton Owner’s case and Sutton Owner continues to operate and manage its property as debtor-in-possession pursuant to Sections 1107 and 1108 of the Bankruptcy Code.

7. On April 8, 2016, this Court entered an Order Authorizing and Directing Joint

Administration of the Sutton Mezz case and the Sutton Owner case (Sutton Mezz ECF No. 56; Sutton Owner ECF No. 8, the “Joint Administration Order”).

8. On May 3, 2016 the United States Trustee for this District amended the appointment of the Official Committee of Unsecured Creditors by adding two additional creditors, thereby creating the Joint Official Committee of Unsecured Creditors of BH Sutton Mezz LLC and Sutton Owner 58 LLC (together, the “Joint Committee”).

9. On May 5, 2016, I executed an affidavit (the “Original Affidavit”) (Sutton Owner ECF No. 78-1) in support of the Joint Committee’s application dated May 5, 2016 for entry of an order approving the employment of Westerman Ball as counsel to the Sutton Mezz Committee as of March 23, 2016, and as counsel to the Joint Committee as of May 3, 2016 (the “Application”) (Sutton Owner ECF No. 78).

10. By order entered on May 11, 2016, the Bankruptcy Court granted the Application and approved Westerman Ball’s retention as requested therein (Sutton Owner ECF No. 81)(the “Retention Order”).

11. Based on the conflicts search conducted to date and described herein, to the best of my knowledge, I, Westerman Ball, and its partners, of counsel, or associates thereof, insofar as I have been able to ascertain, have no connection with the Debtors, their creditors or any other parties in interest, their respective attorneys and accountants, the Office of the United States Trustee or an person employed in the Office of the United States Trustee, except as disclosed or otherwise described herein and in the Original Affidavit. This Supplemental Declaration is being submitted to supplement the disclosures in the Original Affidavit.

12. In November 2016, Mark Hakim (“M. Hakim”) joined Westerman Ball as an attorney in Westerman Ball’s real estate department. We have learned that M. Hakim is related to Adam Hakim, who is a creditor and member of the Joint Committee (M. Hakim is Adam

Hakim's brother). M. Hakim has not and will not work on any matters related to the Debtors' bankruptcy cases and is not a creditor of any of the Debtors. Westerman Ball does not believe there is any actual or potential conflict arising from the foregoing; however, we disclose this information in an abundance of caution and in the interests of full disclosure. It is respectfully submitted that Westerman Ball continues to be a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code in its capacity as counsel to the Joint Committee.

/s/ Thomas A. Draghi
Thomas A. Draghi, Esq.

Sworn to before me this
8th day of December 2016

/s/ Florence Jean-Joseph
Notary Public, State of New York
No. 41-5010171
Qualified in Queens County
Commission Expires September 18, 2017